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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

MOTORS LIQUIDATION COMPANY, *et al.*,
f/k/a General Motors Corp., *et al.*,

Debtor.

Chapter 11

Case No. 09-50026 (REG)

Jointly Administered

**AMENDED VERIFIED STATEMENT OF GREENBERG
TRAURIG, LLP PURSUANT TO BANKRUPTCY RULE 2019**

Greenberg Traurig, LLP (“GT”), makes the following statements pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure in connection with the above-captioned chapter 11 cases of Motors Liquidation Company, *et al.*, f/k/a General Motors Corp., *et al.* (collectively, the “**Debtors**”):

1. GT currently represents each of the following institutions solely with respect to its or its managed fund entities’ respective claims based upon beneficial ownership of the £350,000,000 8.375% Guaranteed Notes due December 7, 2015 (the “**2015 Notes**”) and the £250,000,000 8.875% Guaranteed Notes due July 10, 2023 (the “**2023 Notes**” and, collectively with the 2015 Notes, the “**Notes**”) issued by General Motors Nova Scotia Finance Company (“**Finance**”), which Notes are fully and unconditionally guaranteed by Motors Liquidation Company f/k/a General Motors Corporation (“**Motors**”):

Client	Address	Principal Amount of Notes Held by Client or Client's Managed Fund Entities	Claim Amount	Approx. Date Notes Acquired
Aurelius Capital Management, LP, on behalf of its managed fund entities (“ <u>Aurelius</u> ”)	535 Madison Ave., 22 nd Floor New York, NY 10022 Fax: (212) 786- 5870 Attn: Dan Gropper	2015 Notes - £246,000 2023 Notes - £75,450,000	\$138,250,962.36	6/24/08 - 5/12/09
Drawbridge Special Opportunities Advisors LLC, on behalf of its managed fund entities (“ <u>Drawbridge</u> ”)	1345 Avenue of the Americas, 46 th Floor New York, NY 10105 Fax: (212) 798- 6099 Attn: Constantine M. Dakolias	2015 Notes - £15,798,000 2023 Notes - £2,250,000	\$31,910.024.55	4/19/06 - 10/13/09
Fortress Credit Opportunities Advisors LLC, on behalf of its managed fund entities (“ <u>Fortress</u> ”)	1345 Avenue of the Americas, 46 th Floor New York, NY 10105 Fax: (212) 798- 6099 Attn: Constantine M. Dakolias	2015 Notes - £2,333,000 2023 Notes - £250,000	\$4,562,092.98	11/18/08 - 10/13/09

Appaloosa Management L.P., on behalf of its managed fund entities (“ <u>Appaloosa</u> ”)	51 John F. Kennedy Parkway Short Hills, NJ 07078 Tel: (973) 701-7000 Fax: (973) 701-7055 Attn: Kenneth Maiman	2015 Notes - £69,502,000 2023 Notes - £95,290,000	\$296,362,537.37	10/16/08 - 7/31/09
Elliott Management Corporation, on behalf of its managed fund entities (“ <u>Elliott</u> ”)	712 Fifth Ave., 35 th Floor New York, NY 10019 Tel: (212) 974-6000 Fax: (212) 478-2311 Attn: Elliot Greenberg	2015 Notes - £67,000,000 2023 Notes - £4,000,000	\$125,230,903.59	9/24/08 - 3/3/09
Perry Partners, L.P. (“ <u>Perry</u> ”)	c/o Perry Capital 767 Fifth Ave. New York, NY 10153 Fax: (212) 583-4000	2015 Notes - £17,351,000 2023 Notes - £1,465,000	\$33,208,985.63	7/29/09 - 11/20/09
Perry Partners International, Inc. (“ <u>Perry International</u> ”)	c/o Perry Capital 767 Fifth Ave. New York, NY 10153 Fax: (212) 583-4000	2015 Notes - £53,649,000 2023 Notes - £4,535,000	\$102,691,204.67	7/29/09 - 11/20/09

2. Amounts contained in the chart in paragraph 1 are as set forth in the amended proofs of claim filed by each client or its managed fund entities with respect to the Notes.

3. GT also represents Green Hunt Wedlake, Inc., the bankruptcy trustee appointed by the Supreme Court of Nova Scotia in Bankruptcy and Insolvency in the Matter of the Bankruptcy of General Motors Nova Scotia Finance Company pending under the Bankruptcy

and Insolvency Act (Canada), Court No. 34181, Estate No. 51-125147, Hfx. No. 318069 (the “**Trustee**”) in connection with the Trustee’s amended proof of claim filed against Motors in the amount of \$1,607,647,592.49, plus applicable interest, along with the costs, charges and expenses of the Finance bankruptcy. The Trustee acquired the claim upon its appointment on October 9, 2009¹.

4. On or about May 5, 2009, GT was engaged as attorneys by Aurelius, Drawbridge, Fortress, and Appaloosa to provide certain legal services in respect to their Notes. On or about May 31, 2009, Elliott also retained GT with respect to their Notes. Perry and Perry International retained GT to provide similar services with respect to their Notes on or about October 20, 2009. GT also represents certain of these entities in respect of other matters unrelated to these cases. There are no written retention agreements between GT and any of these clients with respect to GT’s engagement in these cases.

5. On or about November 12, 2009, GT was retained to act on behalf of the Trustee by the Trustee’s counsel, Cox & Palmer, in connection with the Trustee’s proof of claim filed in these cases. A resolution approved at a first meeting of creditors of Finance held in Halifax, Nova Scotia on or about November 12, 2009, authorizes such engagement and is attached hereto as **Exhibit A**.

6. GT has previously represented Remy International, Inc., Remy Inc., and Remy Power Products, LLC (collectively, “**Remy**”), and Oxbow Carbon & Minerals LLC (“**Oxbow**”) in connection with the Debtors’ chapter 11 cases. Those representations have concluded, and GT no longer represents those parties in connection with these cases.²

¹ GT has provided assistance to certain non-client creditors in connection with the filing of proofs of claim in these cases. However, GT does not represent them in connection with these cases.

² GT acts as regular corporate counsel to Remy in connection with various other matters. Remy is represented in connection with its claims in the Debtors’ chapter 11 cases by other legal counsel.

7. On November 9, 2009, GT filed the Verified Statement of Greenberg Traurig, LLP Pursuant to Bankruptcy Rule 2019, filed as ECF Docket No. 4413 in the Debtors' chapter 11 cases (the "**2019 Statement**"). At a hearing held before the Court on November 20, 2009, the Court made certain comments concerning the 2019 Statement and also directed GT to review the amended 2019 statement filed by Michael Richman of Patton Boggs LLP and to file an amendment to the 2019 Statement substantially conforming to Mr. Richman's amended 2019 statement. Tr. Hr'g Nov. 20, 2009, at 24:15-25:5. At the time of the November 20 hearing, GT was not familiar with the nature and content of the amended 2019 statement filed by Mr. Richman. Since the hearing, GT has reviewed that statement, which was filed in connection with Patton Boggs' representation of an unofficial committee of holders of certain GM bonds, the Unofficial Committee of Family & Dissident GM Bondholders. The disclosure requirements of Federal Rule of Bankruptcy Procedure 2019 with respect to committees are different from the disclosure requirements with respect to a law firm, like GT in this case, representing multiple individual clients. *See In re Northwest Airlines Corp.*, 363 B.R. 701, 703 (Bankr. S.D.N.Y. 2007); *In re CF Holding Corp.*, 145 B.R. 124, 126-27 (Bankr. D. Conn. 1992) ("Rule 2019(a)(4). . . applies to the entity filing the Rule 2019 statement. . . *not* the parties represented by the [filing party].") (emphasis in original). Accordingly, GT does not believe that Bankruptcy Rule 2019 requires the additional information requested by the Court. However, given the Court's direction, GT has asked each of its clients to provide additional information concerning the time of any purchase or sale of the Notes by the client or its managed fund entities and the prices paid or received. This information is set forth in **Exhibit B**.

8. GT will supplement or amend this Amended 2019 Statement as necessary in accordance with the requirements of Federal Rule of Bankruptcy Procedure 2019.

9. GT in the past provided certain legal services to certain of the Debtors or their affiliates. To the best of GT's knowledge and information, GT has not provided any services to the Debtors or their affiliates since the commencement of the Debtors' chapter 11 cases. Upon further information and belief, GT does not hold any claims against or equity interests in the Debtors. GT has not made any inquiry concerning whether any shareholders or employees of GT hold personally any claims against or equity interests in the Debtors.

10. The undersigned declares under penalty of perjury that this Statement is true and complete, to the best of the undersigned's personal knowledge, information and belief.

Dated: New York, New York
November 30, 2009

GREENBERG TRAURIG, LLP

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Exhibit A

See Attached

**GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY
RESOLUTIONS FOR FIRST MEETING OF CREDITORS**

1. BE IT RESOLVED that the creditors affirm the appointment of Green Hunt Wedlake Inc. as trustee of the estate.
2. BE IT RESOLVED pursuant to the provisions of subsection 116(1) of the *Bankruptcy and Insolvency Act* that the creditors agree not to appoint any inspectors of the estate.
3. BE IT RESOLVED that the trustee of General Motors Nova Scotia Finance Company ("GMNS") be authorized and directed to file a claim in the proceedings in the United States Bankruptcy Court Southern District of New York involving Motors Liquidation Company ("Motors"), formerly known as General Motors Corporation for its liability under the *Companies Act* of Nova Scotia as the shareholder of GMNS to contribute to the assets of GMNS "to an amount sufficient for payment of its debts and liabilities and the costs, charges, and expenses of the winding up...", such claim to be in such amount and in such form as the trustee and its solicitor consider appropriate.
4. BE IT FURTHER RESOLVED that Robert G. MacKeigan, Q.C. of Cox & Palmer be and is hereby appointed the solicitor to the estate and he is expressly authorized to retain the law firm of Greenberg Traurig, LLP or such other law firm as he may consider appropriate to assist in the filing of the claim and those matters which the trustee is authorized to undertake pursuant to the foregoing resolutions.

Exhibit B

Aurelius Capital Management, LP on behalf of its managed fund entities

General Motors Nova Scotia Finance Company - 2015 Notes (XS0171922643)

Trade Date	Security Description	Trans Type	Qty	Price
10/19/09	GM 8.375% 07 DEC 2015	Sell	-£5,000,000	24.750
09/15/09	GM 8.375% 07 DEC 2015	Sell	-£20,000,000	23.500
08/05/09	GM 8.375% 07 DEC 2015	Sell	-£10,000,000	23.250
03/30/09	GM 8.375% 07 DEC 2015	Buy	£10,000,000	25.000
02/11/09	GM 8.375% 07 DEC 2015	Buy	£215,000	19.250
01/14/09	GM 8.375% 07 DEC 2015	Buy	£10,000,000	21.000
12/18/08	GM 8.375% 07 DEC 2015	Buy	£10,000,000	17.000
12/16/08	GM 8.375% 07 DEC 2015	Buy	£1,781,000	16.750
12/04/08	GM 8.375% 07 DEC 2015	Buy	£3,250,000	19.750

General Motors Nova Scotia Finance Company - 2023 Notes (XS0171908063)

Trade Date	Security Description	Trans Type	Qty	Price
07/06/09	GM 8.875% 10 JUL 2023	Sell	-£5,000,000	18.000
05/12/09	GM 8.875% 10 JUL 2023	Buy	£10,000,000	9.000
05/06/09	GM 8.875% 10 JUL 2023	Buy	£2,000,000	11.500
01/27/09	GM 8.875% 10 JUL 2023	Buy	£7,700,000	19.650
01/13/09	GM 8.875% 10 JUL 2023	Buy	£6,750,000	20.500
01/13/09	GM 8.875% 10 JUL 2023	Buy	£10,000,000	21.750
09/11/08	GM 8.875% 10 JUL 2023	Buy	£2,750,000	51.000
09/02/08	GM 8.875% 10 JUL 2023	Buy	£2,750,000	48.500
08/15/08	GM 8.875% 10 JUL 2023	Buy	£2,500,000	51.500
08/13/08	GM 8.875% 10 JUL 2023	Buy	£2,000,000	51.000
08/11/08	GM 8.875% 10 JUL 2023	Buy	£2,500,000	51.000
07/16/08	GM 8.875% 10 JUL 2023	Sell	-£2,500,000	53.000
07/09/08	GM 8.875% 10 JUL 2023	Buy	£1,000,000	52.500
07/09/08	GM 8.875% 10 JUL 2023	Buy	£2,500,000	53.500
06/27/08	GM 8.875% 10 JUL 2023	Buy	£2,500,000	55.500
06/26/08	GM 8.875% 10 JUL 2023	Buy	£2,500,000	57.750
06/24/08	GM 8.875% 10 JUL 2023	Buy	£25,500,000	60.000

Appaloosa Management L.P. on behalf of its managed fund entities

General Motors Nova Scotia Finance Company - 2015 Notes (XS0171922643)

<u>Trade</u>		<u>Trans</u>		
<u>Date</u>	<u>Security Description</u>	<u>Type</u>	<u>Qty</u>	<u>Price</u>
07/31/09	GM 8.375% 07 DEC 2015	Buy	£5,000,000	20.750
06/02/09	GM 8.375% 07 DEC 2015	Buy	£5,000,000	49.500
12/19/08	GM 8.375% 07 DEC 2015	Buy	£34,502,000	16.500
10/17/08	GM 8.375% 07 DEC 2015	Buy	£25,000,000	23.000

General Motors Nova Scotia Finance Company - 2023 Notes (XS0171908063)

<u>Trade</u>		<u>Trans</u>		
<u>Date</u>	<u>Security Description</u>	<u>Type</u>	<u>Qty</u>	<u>Price</u>
06/02/09	GM 8.875% 10 JUL 2023	Buy	£3,290,000	50.000
12/19/08	GM 8.875% 10 JUL 2023	Buy	£82,000,000	15.000
10/16/08	GM 8.875% 10 JUL 2023	Buy	£10,000,000	20.750

Elliott Management Corporation, on behalf of its managed fund entities

General Motors Nova Scotia Finance Company - 2015 Notes (XS0171922643)

Trade Date	Security Description	Trans Type	Qty	Price
03/03/09	GM 8.375% 07 DEC 2015	Buy	£2,000,000	21.500
11/18/08	GM 8.375% 07 DEC 2015	Buy	£15,000,000	20.500
09/24/08	GM 8.375% 07 DEC 2015	Buy	£50,000,000	43.000

General Motors Nova Scotia Finance Company - 2023 Notes (XS0171908063)

Trade Date	Security Description	Trans Type	Qty	Price
03/03/09	GM 8.875% 10 JUL 2023	Buy	£4,000,000	21.000

Perry Partners L.P.

General Motors Nova Scotia Finance Company - 2015 Notes (XS0171922643)

Trade Date	Security Description	Trans Type	Qty	Price
11/20/09	GM 8.375% 07 DEC 2015	Buy	£491,000	36.250
09/15/09	GM 8.375% 07 DEC 2015	Buy	£6,115,000	24.000
07/30/09	GM 8.375% 07 DEC 2015	Buy	£6,105,000	20.000
07/29/09	GM 8.375% 07 DEC 2015	Buy	£4,640,000	18.875

General Motors Nova Scotia Finance Company - 2023 Notes (XS0171908063)

Trade Date	Security Description	Trans Type	Qty	Price
07/29/09	GM 8.875% 10 JUL 2023	Buy	£1,465,000	18.875

Perry Partners International, Inc.

General Motors Nova Scotia Finance Company - 2015 Notes (XS0171922643)

Trade Date	Security Description	Trans Type	Qty	Price
11/20/09	GM 8.375% 07 DEC 2015	Buy	£1,509,000	36.250
09/15/09	GM 8.375% 07 DEC 2015	Buy	£18,885,000	24.000
07/30/09	GM 8.375% 07 DEC 2015	Buy	£18,895,000	20.000
07/29/09	GM 8.375% 07 DEC 2015	Buy	£14,360,000	18.875

General Motors Nova Scotia Finance Company - 2023 Notes (XS0171908063)

Trade Date	Security Description	Trans Type	Qty	Price
07/29/09	GM 8.875% 10 JUL 2023	Buy	£4,535,000	18.875

Fortress Credit Opportunities Advisors LLC, on behalf of its managed fund entities

General Motors Nova Scotia Finance Company - 2015 Notes (XS0171922643)

Trade Date	Security Description	Trans Type	Qty	Price
09/15/09	GM 8.375% 07 DEC 2015	Sell	-£2,200,000	23.000
09/15/09	GM 8.375% 07 DEC 2015	Sell	-£500,000	23.500
08/05/09	GM 8.375% 07 DEC 2015	Sell	-£1,500,000	23.000
07/31/09	GM 8.375% 07 DEC 2015	Sell	-£2,500,000	20.500
07/30/09	GM 8.375% 07 DEC 2015	Sell	-£500,000	19.500
07/30/09	GM 8.375% 07 DEC 2015	Sell	-£2,500,000	19.750
06/05/09	GM 8.375% 07 DEC 2015	Buy	£200,000	45.000
06/03/09	GM 8.375% 07 DEC 2015	Buy	£2,333,000	49.500
05/07/09	GM 8.375% 07 DEC 2015	Buy	£2,000,000	14.500
11/18/08	GM 8.375% 07 DEC 2015	Buy	£7,500,000	20.500

General Motors Nova Scotia Finance Company - 2023 Notes (XS0171908063)

Trade Date	Security Description	Trans Type	Qty	Price
10/13/09	GM 8.875% 10 JUL 2023	Buy	£250,000	22.000
07/29/09	GM 8.875% 10 JUL 2023	Sell	-£6,000,000	18.500
06/22/09	GM 8.875% 10 JUL 2023	Sell	-£3,500,000	57.517
06/02/09	GM 8.875% 10 JUL 2023	Buy	£3,333,000	51.250
06/02/09	GM 8.875% 10 JUL 2023	Buy	£667,000	51.000
05/06/09	GM 8.875% 10 JUL 2023	Buy	£5,500,000	11.500

Drawbridge Special Opportunities Advisors LLC, on behalf of its managed fund entities

General Motors Nova Scotia Finance Company - 2015 Notes (XS0171922643)

<u>Trade</u>		<u>Trans</u>		
<u>Date</u>	<u>Security Description</u>	<u>Type</u>	<u>Qty</u>	<u>Price</u>
11/18/09	GM 8.375% 07 DEC 2015	Sell	-£6,969,000	38.000
09/15/09	GM 8.375% 07 DEC 2015	Sell	-£19,800,000	23.000
09/15/09	GM 8.375% 07 DEC 2015	Sell	-£4,500,000	23.500
08/05/09	GM 8.375% 07 DEC 2015	Sell	-£13,500,000	23.000
07/31/09	GM 8.375% 07 DEC 2015	Sell	-£22,500,000	20.500
07/30/09	GM 8.375% 07 DEC 2015	Sell	-£4,500,000	19.500
07/30/09	GM 8.375% 07 DEC 2015	Sell	-£22,500,000	19.750
07/29/09	GM 8.375% 07 DEC 2015	Sell	-£19,000,000	18.500
06/05/09	GM 8.375% 07 DEC 2015	Buy	£400,000	45.000
06/03/09	GM 8.375% 07 DEC 2015	Buy	£4,667,000	49.500
11/18/08	GM 8.375% 07 DEC 2015	Buy	£17,500,000	20.500
10/17/08	GM 8.375% 07 DEC 2015	Buy	£5,000,000	23.000
09/22/08	GM 8.375% 07 DEC 2015	Buy	£50,000,000	44.500
09/12/08	GM 8.375% 07 DEC 2015	Buy	£2,000,000	55.000
09/11/08	GM 8.375% 07 DEC 2015	Sell	-£500,000	55.500
09/04/08	GM 8.375% 07 DEC 2015	Buy	£50,000,000	53.000

General Motors Nova Scotia Finance Company - 2023 Notes (XS0171908063)

<u>Trade</u>		<u>Trans</u>		
<u>Date</u>	<u>Security Description</u>	<u>Type</u>	<u>Qty</u>	<u>Price</u>
10/13/09	GM 8.875% 10 JUL 2023	Buy	£2,250,000	22.000
06/22/09	GM 8.875% 10 JUL 2023	Sell	-£8,000,000	57.517
06/02/09	GM 8.875% 10 JUL 2023	Buy	£6,667,000	51.250
06/02/09	GM 8.875% 10 JUL 2023	Buy	£1,333,000	51.000
09/04/08	GM 8.875% 10 JUL 2023	Sell	-£54,900,000	48.000
08/21/08	GM 8.875% 10 JUL 2023	Sell	-£10,000,000	48.750
08/21/08	GM 8.875% 10 JUL 2023	Sell	-£5,000,000	48.000
08/13/08	GM 8.875% 10 JUL 2023	Sell	-£5,000,000	52.000
07/09/08	GM 8.875% 10 JUL 2023	Buy	£4,900,000	52.500
07/01/08	GM 8.875% 10 JUL 2023	Buy	£5,000,000	55.250
06/16/08	GM 8.875% 10 JUL 2023	Buy	£25,000,000	62.500
04/02/08	GM 8.875% 10 JUL 2023	Buy	£20,000,000	66.500
04/01/08	GM 8.875% 10 JUL 2023	Buy	£20,000,000	66.500
12/04/06	GM 8.875% 10 JUL 2023	Sell	-£8,000,000	96.750
11/17/06	GM 8.875% 10 JUL 2023	Sell	-£5,000,000	97.000
04/21/06	GM 8.875% 10 JUL 2023	Buy	£5,000,000	72.250
04/21/06	GM 8.875% 10 JUL 2023	Buy	£5,000,000	72.375
04/19/06	GM 8.875% 10 JUL 2023	Buy	£3,000,000	71.750